

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

OPERATIONS COMMITTEE MEETING
AGENDA ITEM SUMMARY

July 8, 2009

ACTION REQUIRED

AGENDA ITEM NO. XIII.

Information Only
 Motion
 Resolution
 Executive Session
 Other

TOPIC

Proposed Revisions to Board Policy - 112 – Member Advisory Council

DISCUSSION

The Association's Standard Operating Procedure 063 calls for periodic review of board policies to determine if any revisions are necessary. Board counsel and staff have undertaken the review and they recommend the changes to Board Policy 112 as shown in the attached document. The Board Chair also recommended that each Board member be assigned to solicit Council members for all sections of the Association's service area to ensure diversity of membership as required by the Association's bylaws.

MOTION

Move that the Operations Committee recommend the Board of Directors approve the revisions to Board Policy 112, Member Advisory Council.

CHUGACH ELECTRIC ASSOCIATION, INC.

BOARD POLICY: 112

DATE:

MEMBER ADVISORY COUNCIL

I. OBJECTIVES

- A. To implement Article XIV of the Association's Bylaws.
- B. To establish a formal means for the members to advise the Board of Directors ("Board") on topics presented to them by the Board in an annual scope of work, and otherwise to serve as a sounding board for the Board in the evaluation of new ideas, on-going programs and issues which affect the members.

II. CONTENT

Article XIV of the Association's Bylaws provide for the Board to create and establish a Member Advisory Council (Council). Therefore, the Board determines as follows:

- A. The Board shall select from the membership at large, names of prospective members for the Council from different sections of the Association service area. Each Board member shall be assigned particular sections of the Association service area from which to solicit members to serve on the Council subject to approval by the entire Board.
- B. The Council shall be limited to fifteen (15) members.
- C. Members of the Council must meet the qualifications referenced in Article XV, Section 4 of the Association's Bylaws and must also meet the following criteria:
 - 1. Have an interest in serving as a Council member and in advising the Board of the member's concerns and needs; and
 - 2. Be available to participate in scheduled Council meetings.
- D. The Board shall appoint Association members to the Council for three-year terms. Members cannot serve consecutive terms on the Council.
- E. Organization

The Council shall, at its annual third quarter meeting, elect a chairperson, vice-chairperson and secretary from its membership to serve one-year terms.

F. Meetings

1. The Council shall hold its annual meeting during the third quarter of the year at which it shall elect its officers and, as necessary, arrange a schedule for filling any vacancies in its membership.
2. The chairperson, or in his/her absence the vice-chairperson, shall have the authority to call meetings quarterly or additional meetings as specifically authorized by the Board for the following reasons:
 - a. For the purposes of internal organization.
 - b. In response to a reasonable and serious concern raised by a member of the Association, including a member of the Council, which lies within the categories in Section II.G below.
 - c. When necessary to carry out a request of or task assigned by the Board.
3. The chairperson will notify the Board in writing, with agenda attached, at least seven (7) days in advance of each Council meeting.
4. Should a member have two (2) unexcused absences from Council meetings in a one- (1) year period, the Council may ask the Board to replace that member.

G. Authority and Functions

1. The Council is only advisory to the Board - it may not make decisions for the Board and membership but may make recommendations to the Board.
2. The Council shall not become involved in issues which affect the day-to-day management or operations of the Association.
3. The Council may request information from staff as necessary to aid it in making its recommendations to the Board or in carrying out a task assigned to it by the Board. These requests shall be made by the chair of the Council to the Chairman of the Board, who in turn shall relay appropriate requests to the Chief Executive Officer.
4. The Council will be responsible for providing a report of its activities to the membership at the Association Annual Meeting.

- 5. The Council may request time on the Board agenda at a regularly scheduled meeting to make recommendations to the Board or to report on a task given to it by the Board.
- 6. The names of the officers of the Council shall be published in the Association newsletter after the Council's annual election of officers, and shall be available to the membership through the Association's Member and Public Relations Office if requested.

H. Liaison

- 1. The Chairman of the Board may appoint a liaison to the Council from the Board either for a specific task or in general. The liaison shall be available to advise and assist the Council on issues of relevance.
- 2. The chairperson of the Council or his/her designee shall serve as liaison to the Board and a member of the Council on a rotating basis shall attend regular Board meetings.

III. RESPONSIBILITY

A. Board of Directors

It shall be the responsibility of each member of the Board to be aware of and consider the information and recommendations of the Council; and to use the Council when deemed advisable as a sounding board on issues which affect the membership.

B. Chief Executive Officer

It shall be the responsibility of the Chief Executive Officer to provide resource information and assistance to the Council as directed by the Chairman of the Board.

Date Approved: _____

Attested: _____
Secretary of the Board

CHUGACH ELECTRIC ASSOCIATION, INC.

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BOARD POLICY: 112

DATE:

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MEMBER ADVISORY COUNCIL

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- 1. Have an interest in serving as a Council member and in advising the Board of the member's concerns and needs; and,

- 2. Be available to participate in scheduled Council meetings.

- D. The Board shall appoint Association members to the Council for three-year terms. Members cannot serve consecutive terms on the Council.

- E. Organization

The Council shall, at its annual third quarter meeting, elect a chairperson, vice-chairperson and secretary from its membership to serve one-year terms.

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- 2. The chairperson, or in his/her absence the vice-chairperson, shall have the authority to call meetings quarterly or additional meetings as specifically authorized by the Board for the following reasons:
 - a. For the purposes of internal organization.
 - b. In response to a reasonable and serious concern raised by a member of the Association, including a member of the Council, which lies within the categories in Section II.G below.
 - c. When necessary to carry out a request of or task assigned by the Board.
- 3. The chairperson will notify the Board in writing, with agenda attached, at least seven (7) days in advance of each Council meeting.
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- 3. The Council may request information from staff as necessary to aid it in making its recommendations to the Board or in carrying out a task assigned to it by the Board. These requests shall be made by the chair of the Council to the Chairman of the Board, who in turn shall relay appropriate requests to the Chief Executive Officer.
- 4. The Council will be responsible for providing a report of its activities to the membership at the Association Annual Meeting.
- 5. The Council may request time on the Board agenda at a regularly scheduled

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meeting to make recommendations to the Board or to report on a task given to it by the Board.

6. The names of the officers of the Council shall be published in the Association newsletter after the Council's annual election of officers, and shall be available to the membership through the Association's Member and Public Relations Office if requested.

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- 2. The chairperson of the Council or his/her designee shall serve as liaison to the Board and a member of the Council on a rotating basis shall attend regular Board meetings.

Deleted: 9. Council members shall be reimbursed for expenses incurred for travel to and from an out-of-town meeting when payment of these expenses has been approved in advance by the Board. ¶

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A. Board of Directors

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B. Chief Executive Officer

It shall be the responsibility of the Chief Executive Officer to provide resource information and assistance to the Council as directed by the Chairman of the Board.

Date Approved: _____

Attested: _____
Secretary of the Board

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